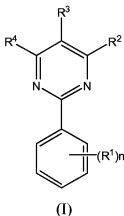


Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Currently amended) A pharmaceutical composition comprising a compound of formula (I)



or a pharmaceutical acceptable salt thereof, wherein

n is 0 to 5;

R¹ is each independently selected from the group consisting of halo, ~~pseudo-halo~~, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, hydroxycarbonyl, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, alkoxy, aminoalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, and optionally substituted heterocyclyl;

~~R² and R³ are selected as in a) or b) as below;~~

a) R^2 is selected from the group consisting of ~~optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl,~~ optionally substituted aralkyl, ~~and optionally substituted heteroaralkyl,~~ $-OR^6$, $-S(O)_nR^6$, $-N(R^7)R^8$, $-N(R^9)S(O)_nR^{10}$, $-C(O)R^6$, $-C(O)OR^6$, and $-C(O)N(R^7)R^8$; and

R^3 is independently selected from the group consisting of hydrogen, halo, ~~pseudohalo,~~ cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, nitro, hydroxyl, formyl, mercapto, alkyl, optionally substituted alkenyl, optionally substituted alkynyl, alkoxy, aminoalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, and optionally substituted heterocyclyl; or

b) R^2 and R^3 , ~~together with the carbon atom to which they are attached, form an optionally substituted cycloalkyl ring, optionally substituted heterocyclyl ring, an optionally substituted cycloalkenyl ring;~~

R^4 selected from the group consisting of hydrogen, halo, ~~pseudohalo,~~ thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted cycloalkylalkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heterocyclyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, optionally substituted heterocyclylalkyl, $-R^{12}-OR^{13}$, $-R^{12}-N(R^{14})R^{15}$, $-R^{12}-C(O)R^{13}$, $-R^{12}-C(O)OR^{15}$, $-R^{12}-C(O)N(R^{14})R^{15}$, $-R^{12}-N(R^{14})C(O)R^{15}$, $-R^{12}-N(R^{14})C(O)OR^{15}$, $-R^{12}-S(O)_nR^{15}$ and $-R^{12}-S(O)_nN(R^{14})R^{15}$;

R^6 represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R^7 represents H or optionally substituted alkyl;

R^8 represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R^9 represents H or optionally substituted alkyl;

R^{10} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R^{12} represents a C_1 - C_6 alkyl, C_1 - C_6 alkenyl, C_1 - C_6 alkynyl or C_1 - C_6 alkoxy;

R¹³ represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R¹⁴ represents H or optionally substituted alkyl;

R¹⁵ represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl, and where each t is independently 0 to 2,

and wherein the substituents, when substituted, are independently substituted with a group selected from optional substituents are independently Q¹, where Q¹ represents alkyl, haloalkyl, cycloalkyl, cycloalkylalkyl, ~~heterocyclyl~~, heterocyclalkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, cyano, halo, hydroxyl, hydroxycarbonyl, pseudohalo, cyano, thiocyanato, selenocyanato, trifluoromethoxy, azido, -R³⁰-OR³¹, -R³⁰-SR¹⁶, -R³⁰-N(R³²)(R³³), -R³⁰-C(J)R³⁴, -R³⁰-C(J)OR³¹, -R³⁰-C(J)N(R³²)(R³³), -R³⁰-C(J)N(R³¹)N(R³²)(R³³), -R³⁰-N(R³¹)C(J)R³⁴, -R³⁰-N(R³¹)C(J)OR³¹, -R³⁰-N(R³¹)C(J)N(R³²)(R³³), -R³⁰-OC(J)R³⁴, -R³⁰-OC(J)OR³¹, -R³⁰-OC(J)N(R³²)(R³³), -Si(R³⁵)₃, -N(R³¹)S(O)₂R³⁶ or -R³⁰-S(O)₂R³⁶;

where each R³⁰ is independently a direct bond or a straight or branched alkylene chain;

R³¹ and R³⁴ are each independently hydrogen, alkyl, alkenyl, alkynyl, haloalkyl, ~~alkoalkenyl~~, cycloalkyl, cycloalkylalkyl, heterocyclalkyl, aryl, aralkyl, heteroaryl or heteroaralkyl;

R³² and R³³ are each independently hydrogen, alkyl, alkenyl, alkynyl, haloalkyl, ~~alkoalkenyl~~, cycloalkyl, cycloalkylalkyl, heterocyclyl, aryl, aralkyl, heteroaryl or heteroaralkyl;

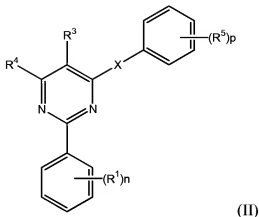
or R³² and R³³ together with the nitrogen atom to which they are attached, from a heterocyclalkenyl, or heteroaryl;

R³⁵ R³⁶ and R¹⁶ are each independently alkyl, alkenyl, alkynyl, haloalkyl, ~~alkoalkenyl~~, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclalkyl, aryl, aralkyl, heteroaryl or heteroaralkyl;

each J is independently O or S; and each y is independently 0 to 2;

and a pharmaceutically acceptable excipient.

2. (Currently Amended) A pharmaceutical composition comprising the compound of formula (II)



wherein

n is 0 to 2; p is 0 to 2;

X is N(R²)_r, O, or S(O)_r, where r is 0 to 2;

R¹ is each independently selected from the group consisting of halo, ~~pseudohalo~~, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, hydroxycarbonyl, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, alkoxy, aminoalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, and optionally substituted heterocyclyl;

R³ is independently selected from the group consisting of hydrogen, halo, ~~pseudohalo~~, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, nitro, hydroxyl, formyl, mercapto, alkyl, optionally substituted alkenyl, optionally substituted alkynyl, alkoxy, aminoalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, and optionally substituted heterocyclyl; or

R⁴ selected from the group consisting of hydrogen, halo, ~~pseudohalo~~, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted cycloalkylalkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heterocyclyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, optionally substituted heterocyclylalkyl,

$-R^{12}-OR^{13}$, $-R^{12}-N(R^{14})R^{15}$, $-R^{12}-C(O)R^{13}$, $-R^{12}-C(O)OR^{15}$, $-R^{12}-C(O)N(R^{14})R^{15}$,
 $-R^{12}-N(R^{14})C(O)R^{15}$, $-R^{12}-N(R^{14})C(O)OR^{15}$, $-R^{12}-S(O)R^{15}$ and $-R^{12}-S(O)_tN(R^{14})R^{15}$;

each R^5 independently selected from the group consisting of halo, ~~pseudohalo~~, cyanato,
thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, hydroxyl, formyl, mercapto,
hydroxycarbonyl, optionally substituted alkyl, optionally substituted alkenyl, optionally
substituted alkynyl, optionally substituted aryl, optionally substituted aralkyl, optionally
substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl,
 $-OR^{20}$, $-S(O)_tR^{20}$, $-N(R^7)R^{20}$, $-N(R^9)S(O)_tR^{20}$, $-C(O)R^{20}$, and $-C(O)OR^{20}$;

R^7 and R^9 are each independently H or optionally substituted alkyl;

R^{12} represents a C_1 - C_6 alkyl, C_1 - C_6 alkenyl, C_1 - C_6 alkynyl or C_1 - C_6 ;

R^{13} represents optionally substituted alkyl, optionally substituted aryl, optionally
substituted aralkyl or optionally substituted heterocyclyl;

R^{14} represents H or optionally substituted alkyl;

R^{15} represents optionally substituted alkyl, optionally substituted aryl, optionally
substituted aralkyl or optionally substituted heterocyclyl;

R^{20} represents optionally substituted alkyl, optionally substituted aryl, optionally
substituted aralkyl or optionally substituted heterocyclyl and where each t is independently 0 to 2

wherein the ~~substituents, when substituted, are independently substituted with a group
selected from~~ optional substituents are independently Q^1 , where Q^1 represents alkyl, haloalkyl,
cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, aralkyl, heteroaryl,
heteroaralkyl, cyano, halo, hydroxyl, hydroxycarbonyl, ~~pseudohalo~~, cyanato, thiocyanato,
selenocyanato, trifluoromethoxy, azido, $-R^{30}-OR^{31}$, $-R^{30}-SR^{16}$, $-R^{30}-N(R^{32})(R^{33})$, $-R^{30}-C(J)R^{34}$,
 $-R^{30}-C(J)OR^{31}$, $-R^{30}-C(J)N(R^{32})(R^{33})$, $-R^{30}-C(J)N(R^{31})N(R^{32})(R^{33})$, $-R^{30}-N(R^{31})C(J)R^{34}$, $-R^{30}-$
 $N(R^{31})C(J)OR^{31}$, $-R^{30}-N(R^{31})C(J)N(R^{32})(R^{33})$, $-R^{30}-OC(J)R^{34}$, $-R^{30}-OC(J)OR^{31}$,
 $-R^{30}-OC(J)N(R^{32})(R^{33})$, $-Si(R^{35})_3$, $-N(R^{31})S(O)_tR^{36}$ or $-R^{30}-S(O)_tR^{36}$;

where each R^{30} is independently a direct bond or a straight or branched alkylene chain;

R^{31} and R^{34} are each independently hydrogen, alkyl, alkenyl, alkynyl, haloalkyl,
~~haloalkenyl~~, cycloalkyl, cycloalkylalkyl, heterocyclylalkyl, aryl, aralkyl, heteroaryl or
heteroaralkyl;

R^{32} and R^{33} are each independently hydrogen, alkyl, alkenyl, alkynyl, haloalkyl,
~~haloalkenyl~~, cycloalkyl, cycloalkylalkyl, heterocyclyl, aryl, aralkyl, heteroaryl or heteroaralkyl;

or R^{32} and R^{33} together with the nitrogen atom to which they are attached, form a heterocyclalkenyl, or heteroaryl;

R^{35} , R^{36} and R^{16} are each independently alkyl, alkenyl, alkynyl, haloalkyl, ~~alkoalkenyl~~, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclalkyl, aryl, aralkyl, heteroaryl or heteroaralkyl;

each J is independently O or S; and each y is independently 0 to 2;

and a pharmaceutically acceptable excipient.

3. (Currently amended) The pharmaceutical composition of claim 2 wherein

n is 0; p is 0 to 2; X is $N(R^7)_rO$, or S(O), where r is 0 to 2;

R^3 is independently selected from the group consisting of hydrogen, halo, ~~pseudohalo~~, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, nitro, hydroxyl, formyl, mercapto, alkyl, optionally substituted alkenyl, optionally substituted alkynyl, alkoxy, aminoalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, and optionally substituted heterocyclyl;

R^4 selected from the group consisting of hydrogen, halo, ~~pseudohalo~~, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted cycloalkylalkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heterocyclyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, optionally substituted heterocyclalkyl, $-R^{12}-OR^{13}$, $-R^{12}-N(R^{14})R^{15}$, $-R^{12}-C(O)R^{13}$, $-R^{12}-C(O)OR^{15}$, $-R^{12}-C(O)N(R^{14})R^{15}$, $-R^{12}-N(R^{14})C(O)R^{15}$, $-R^{12}-N(R^{14})C(O)OR^{15}$, $-R^{12}-S(O)_2R^{15}$ and $-R^{12}-S(O)_2N(R^{14})R^{15}$;

each R^5 independently selected from the group consisting of halo, ~~pseudohalo~~, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, hydroxycarbonyl, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, $-OR^{20}$, $-S(O)_2R^{20}$, $-N(R^7)R^{20}$, $-N(R^3)S(O)_2R^{20}$, $-C(O)R^{20}$, and $-C(O)OR^{20}$;

R^7 and R^9 are each independently H or optionally substituted alkyl; and

R^{12} represents a C_1 - C_6 alkyl, C_1 - C_6 alkenyl, C_1 - C_6 alkynyl or C_1 - C_6 alkoxy;

R¹³ represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R¹⁴ represents H or optionally substituted alkyl;

R¹⁵ represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl; and

R²⁰ represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl, and where each t is independently 0 to 2.

4. (Currently amended) The pharmaceutical composition of claim 2 wherein n is 0 to 2; p is 0 to 2; X is ~~N(R⁷)-O~~, or S(O)_n, where r is 0 to 2;

R¹ is each independently selected from the group consisting of halo, ~~pseudohalo~~, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, hydroxycarbonyl, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, alkoxy, aminoalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, and optionally substituted heterocyclyl;

R³ is independently selected from the group consisting of hydrogen, halo, ~~pseudohalo~~, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, nitro, hydroxyl, formyl, mercapto, lower alkyl, optionally substituted lower alkenyl, optionally substituted lower alkynyl, lower alkoxy, and lower aminoalkyl;

R⁴ selected from the group consisting of hydrogen, halo, ~~pseudohalo~~, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted cycloalkylalkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heterocyclyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, optionally substituted heterocyclylalkyl, -R¹²-OR¹³, -R¹²-N(R¹⁴)R¹⁵, -R¹²-C(O)R¹³-R¹²-C(O)OR¹⁵, ~~-R¹²-C(O)N(R¹⁴)R¹⁵~~, -R¹²-N(R¹⁴)C(O)R¹⁵, -R¹²-N(R¹⁴)C(O)OR¹⁵, -R¹²-S(O)_nR¹⁵ and -R¹²-S(O)_nN(R¹⁴)R¹⁵;

each R⁵ independently selected from the group consisting of halo, ~~pseudohalo~~, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, hydroxyl, formyl, mercapto, hydroxycarbonyl, optionally substituted alkyl, optionally substituted alkenyl, optionally

substituted alkynyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, -OR²⁰, -S(O)₂R²⁰, -N(R⁷)R²⁰, -N(R⁹)S(O)₂R²⁰, -C(O)R²⁰, and -C(O)OR²⁰;

R⁷ and R⁹ are each R⁹ is independently H or optionally substituted alkyl;

R¹² represents a C₁-C₆ alkyl, C₁-C₆ alkenyl, C₁-C₆alkynyl or C₁-C₆ alkoxy;

R¹³ represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R¹⁴ represents H or optionally substituted alkyl;

R¹⁵ represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R²⁰ is represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl, and where each t is independently 0 to 2.

5. (Currently amended) The pharmaceutical composition of claim 2 wherein

n is 0 to 2; p is 0 to 2; X is ~~N(R⁷)~~, O, or S(O)₂, where r is 0 to 2;

R¹ is each independently selected from the group consisting of halo, ~~pseudohalo~~, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, hydroxycarbonyl, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, alkoxy, aminoalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, and optionally substituted heterocyclyl;

R³ is independently selected from the group consisting of hydrogen, halo, ~~pseudohalo~~, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, nitro, hydroxyl, formyl, mercapto, alkyl, optionally substituted alkenyl, optionally substituted alkynyl, alkoxy, aminoalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, and optionally substituted heterocyclyl; or

R⁴ selected from the group consisting of hydrogen, halo, ~~pseudohalo~~, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, -R¹²-OR¹³, -R¹²-N(R¹⁴)R¹⁵, -R¹²-C(O)R¹³, -R¹²-C(O)OR¹⁵, ~~-R¹²-C(O)N(R¹⁴)R¹⁵~~, -R¹²-N(R¹⁴)C(O)R¹⁵, -R¹²-S(O)₂R¹⁵;

each R^5 independently selected from the group consisting of halo, ~~pseudohalo~~, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, hydroxycarbonyl, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, $-OR^{20}$, $-S(O)_rR^{20}$, $-N(R^7)R^{20}$, $-N(R^9)S(O)_rR^{20}$, $-C(O)R^{20}$, and $-C(O)OR^{20}$;

R^7 and R^9 are each R^9 is independently H or optionally substituted alkyl;

R^{12} represents a C_1 - C_6 alkyl, C_1 - C_6 alkenyl, C_1 - C_6 alkynyl or C_1 - C_6 alkoxy;

R^{13} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R^{14} represents H or optionally substituted alkyl;

R^{15} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R^{20} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl, and where each t is independently 0 to 2.

6. (Currently amended) The pharmaceutical composition of claim 2 wherein n is 0 to 2; p is 0 to 2; X is ~~N(R^7)~~, O, or S(O), where r is 0 to 2;

R^1 is each independently selected from the group consisting of halo, ~~pseudohalo~~, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, hydroxycarbonyl, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, alkoxy, aminoalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, and optionally substituted heterocyclyl;

R^3 is independently selected from the group consisting of hydrogen, halo, ~~pseudohalo~~, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, nitro, hydroxyl, formyl, mercapto, alkyl, optionally substituted alkenyl, optionally substituted alkynyl, alkoxy, aminoalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, and optionally substituted heterocyclyl; or

R^4 selected from the group consisting of hydrogen, halo, ~~pseudohalo~~, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto,

optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted cycloalkylalkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heterocyclyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, optionally substituted heterocyclylalkyl, $-R^{12}-OR^{13}$, $-R^{12}-N(R^{14})R^{15}$, $-R^{12}-C(O)R^{13}$, $-R^{12}-C(O)OR^{15}$, $-R^{12}-C(O)N(R^{14})R^{15}$, $-R^{12}-N(R^{14})C(O)R^{15}$, $-R^{12}-N(R^{14})C(O)OR^{15}$, $-R^{12}-S(O)_nR^{15}$ and $-R^{12}-S(O)_nN(R^{14})R^{15}$;

each R^5 independently selected from the group consisting of halo, cyano, nitro, hydroxyl, formyl, hydroxycarbonyl, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, $-OR^{20}$, $-S(O)_nR^{20}$, $-N(R^7)R^{20}$, $-C(O)R^{20}$, and $-C(O)OR^{20}$;

R^7 and R^8 are each R^9 is independently H or optionally substituted alkyl;

R^{12} represents a C_1 - C_6 alkyl, C_1 - C_6 alkenyl, C_1 - C_6 alkynyl or C_1 - C_6 alkoxy;

R^{13} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R^{14} represents H or optionally substituted alkyl;

R^{15} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl and

R^{20} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl, and where each t is independently 0 to 2.

7. (Canceled)

8. (Currently amended) The pharmaceutical composition of claim 2 wherein

n is 0 or 1; p is 1 to 2; X is $S(O)_r$, where r is 0;

R^1 is each independently selected from the group consisting of halo, ~~pseudohalo~~, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, hydroxycarbonyl, optionally substituted alkyl, alkoxy, and aminoalkyl;

R^3 is independently selected from the group consisting of hydrogen, halo, ~~pseudohalo~~, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, nitro, hydroxyl, formyl, mercapto, lower alkyl, optionally substituted lower alkenyl, optionally substituted lower alkynyl, lower alkoxy, lower aminoalkyl;

R^4 selected from the group consisting of hydrogen, halo, ~~pseudohalo~~, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, $-R^{12}-OR^{13}$, $-R^{12}-N(R^{14})R^{15}$, $-R^{12}-C(O)R^{13}$, $-R^{12}-C(O)OR^{15}$, ~~$-R^{12}-C(O)N(R^{14})R^{15}$~~ , $-R^{12}-N(R^{14})C(O)R^{15}$, $-R^{12}-S(O)_2R^{15}$;

each R^5 independently selected from the group consisting of halo, cyano, nitro, hydroxyl, formyl, hydroxycarbonyl, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, $-OR^{20}$, $-S(O)_2R^{20}$, $-N(R^7)R^{20}$, $-C(O)R^{20}$, and $-C(O)OR^{20}$;

R^2 and R^6 are each R^9 is independently H or optionally substituted alkyl;

R^{12} represents a C_1 - C_6 alkyl, C_1 - C_6 alkenyl, C_1 - C_6 alkynyl or C_1 - C_6 alkoxy;

R^{13} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R^{14} represents H or optionally substituted alkyl;

R^{15} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R^{20} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl, and where each t is independently 0 to 2.

9. (Currently Amended) The pharmaceutical composition of claim 2 wherein n is 0 or 1; p is 1 to 2; X is O;

R^1 is each independently selected from the group consisting of halo, ~~pseudohalo~~, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, hydroxycarbonyl, optionally substituted alkyl, alkoxy, and aminoalkyl;

R^3 is independently selected from the group consisting of hydrogen, halo, ~~pseudohalo~~, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, nitro, hydroxyl, formyl, mercapto, lower alkyl, optionally substituted lower alkenyl, optionally substituted lower alkynyl, alkoxy, and lower aminoalkyl;

R^4 selected from the group consisting of hydrogen, halo, ~~pseudohalo~~, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto,

optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, $-R^{12}-OR^{13}$, $-R^{12}-N(R^{14})R^{15}$, $-R^{12}-C(O)R^{13}$, $-R^{12}-C(O)OR^{15}$, $-R^{12}-C(O)N(R^{14})R^{15}$, $-R^{12}-N(R^{14})C(O)R^{15}$, and $-R^{12}-S(O)_rR^{15}$;

each R^5 independently selected from the group consisting of halo, cyano, nitro, hydroxyl, formyl, hydroxycarbonyl, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, $-OR^{20}$, $-S(O)_rR^{20}$, $-N(R^7)R^{20}$, $-C(O)R^{20}$, and $-C(O)OR^{20}$;

~~R^7 and R^9~~ are each R^9 is independently H or optionally substituted alkyl;

R^{12} represents a C_1 - C_6 alkyl, C_1 - C_6 alkenyl, C_1 - C_6 alkynyl or C_1 - C_6 alkoxy;

R^{13} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R^{14} represents H or optionally substituted alkyl;

R^{15} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl and

R^{20} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl, and where each t is independently 0 to 2.

10. (Currently amended) The pharmaceutical composition of claim 2 wherein n is 0 or 1; p is 1 to 2; X is $S(O)_r$, where r is 2;

R^1 is each independently selected from the group consisting of halo, ~~pseudohalo~~, cyano, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, hydroxycarbonyl, optionally substituted alkyl, alkoxy, and aminoalkyl;

R^3 is independently selected from the group consisting of hydrogen, halo, ~~pseudohalo~~, cyano, thiocyanato, selenocyanato, trifluoromethoxy, azido, nitro, hydroxyl, formyl, mercapto, lower alkyl, optionally substituted lower alkenyl, optionally substituted lower alkynyl, lower alkoxy, and lower aminoalkyl;

R^4 selected from the group consisting of hydrogen, halo, ~~pseudohalo~~, cyano, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally

substituted heteroaryl, optionally substituted heteroaralkyl, $-R^{12}-OR^{13}$, $-R^{12}-N(R^{14})R^{15}$, $-R^{12}-C(O)R^{13}$, $-R^{12}-C(O)OR^{15}$, $-R^{12}-C(O)-N(R^{14})-R^{15}$, $-R^{12}-N(R^{14})C(O)R^{15}$, $-R^{12}-S(O)_tR^{15}$;

each R^5 independently selected from the group consisting of halo, cyano, nitro, hydroxyl, formyl, hydroxycarbonyl, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, $-OR^{20}$, $-S(O)_tR^{20}$, $-N(R^7)R^{20}$, $-C(O)R^{20}$, and $-C(O)OR^{20}$;

R^7 and R^9 are each R^9 is independently H or optionally substituted alkyl;

R^{12} represents a C_1 - C_6 alkyl, C_1 - C_6 alkenyl, C_1 - C_6 alkynyl or C_1 - C_6 alkoxy;

R^{13} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R^{14} represents H or optionally substituted alkyl;

R^{15} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R^{20} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl, and where each t is independently 0 to 2.

11. (Previously presented) The pharmaceutical composition of claim 1 wherein each t is independently 0 or 2.

12. (Canceled)

13. (Currently amended) The pharmaceutical composition of claim 1 wherein the ~~substituents, when substituted, are independently substituted with a group selected from optional~~ substituents are independently Q^1 , wherein Q^1 represents alkyl, alkoxy, aminoalkyl, haloalkyl, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, cyano, nitro, halo, hydroxyl, hydroxycarbonyl or pseudohalo, cyano, thiocyanato, selenocyanato, trifluoromethoxy or azido.

14. (Currently amended) A pharmaceutical composition ~~comprising a compound selected from FIG. 1, of claim 1 comprising a compound selected from the group consisting of:~~

4-(4-nitrophenoxy)-2,6-diphenylpyrimidine;
2-(4-bromophenyl)-4-phenoxy-6-phenylpyrimidine;

2,4-diphenyl-6-(4-propylphenoxy)pyrimidine;
4-(2,6-diphenylpyrimidin-4-yloxy)benzaldehyde;
4-(2,6-diphenylpyrimidin-4-yloxy)benzonitrile;
4-phenoxy-2,6-diphenylpyrimidine;
4-(2-(4-bromophenyl)-6-phenylpyrimidin-4-yloxy)benzonitrile;
2-(4-bromophenyl)-4-methyl-6-phenoxypyrimidine;
4-(biphenyl-4-yloxy)-2-(4-bromophenyl)-6-phenylpyrimidine;
4-(4-butylphenoxy)-2,6-diphenylpyrimidine;
4-(biphenyl-4-yloxy)-2-(4-bromophenyl)-6-methylpyrimidine;
1-(4-(2-(4-bromophenyl)-6-methylpyrimidin-4-yloxy)phenyl)ethanone;
2-(4-(biphenyl-4-yloxy)-6-methylpyrimidin-2-yl)phenol;
2-(4-bromophenyl)-4-methyl-6-(4-nitrophenoxy)pyrimidine;
2-(4-bromophenyl)-4-methyl-6-(4-propylphenoxy)pyrimidine;
4-((4-chlorophenylthio)methyl)-2-phenyl-6-(phenylthio)pyrimidine;
4-(4-chlorophenylthio)-6-((4-chlorophenylthio)methyl)-2-phenylpyrimidine;
2-phenyl-4-(phenylsulfonylmethyl)-6-(phenylthio)pyrimidine;
4-phenoxy-2-phenyl-6-(phenylsulfonylmethyl)pyrimidine;
4-(4-chlorophenylthio)-2-phenyl-6-(phenylsulfonylmethyl)pyrimidine;
2-phenyl-4-(p-tolyloxy)thieno[3,2-d]pyrimidine;
4-((4-chlorophenylsulfinyl)methyl)-6-phenoxy-2-phenylpyrimidine;
4-((4-chlorophenylsulfinyl)methyl)-6-(4-chlorophenylthio)-2-phenylpyrimidine;
2-phenyl-4-(phenylsulfinylmethyl)-6-(phenylthio)pyrimidine;
2,4-diphenyl-6-(phenylthio)pyrimidine-5-carbonitrile;
4-(4-chlorophenyl)-2-phenyl-6-(phenylthio)pyrimidine-5-carbonitrile;
4-(4-chlorophenyl)-6-(4-chlorophenylthio)-2-phenylpyrimidine-5-carbonitrile;
4-phenoxy-2-phenyl-6-(phenylsulfonylmethyl)pyrimidine;
4-phenoxy-2-phenyl-6-(phenylsulfinylmethyl)pyrimidine;
4-(4-methoxyphenyl)-2-phenyl-6-(phenylthio)pyrimidine-5-carbonitrile;
4-(methylthiomethyl)-2-phenyl-6-(phenylthio)pyrimidine;
4-(methylthiomethyl)-2-phenyl-6-(3-(trifluoromethyl)phenylthio)pyrimidine;
4-(methylthiomethyl)-6-phenoxy-2-phenylpyrimidine;
4-(4-chlorophenylthio)-6-(methylsulfonylmethyl)-2-phenylpyrimidine;
methyl 2-(6-(methylsulfonylmethyl)-2-phenylpyrimidin-4-ylthio)benzoate;

N-methyl-6-(methylthiomethyl)-N,2-diphenylpyrimidin-4-amine;
4-(2,3-dichlorophenylthio)-6-(methoxymethyl)-2-phenylpyrimidine;
4-(2,6-dichlorophenylthio)-6-(methoxymethyl)-2-phenylpyrimidine;
4-(2,4-dichlorophenylthio)-6-(methoxymethyl)-2-phenylpyrimidine;
4-(4-bromophenylthio)-6-(methoxymethyl)-2-phenylpyrimidine;
4-(methoxymethyl)-6-(4-methoxyphenylthio)-2-phenylpyrimidine;
4-(4-bromophenylthio)-2-phenyl-6-(phenylthiomethyl)pyrimidine;
2-(4-methyl-5H-chromeno[2,3-d]pyrimidin-2-yl)phenol;
4-(4-chlorophenylthio)-6-(methoxymethyl)-2-phenylpyrimidine;
4-((4-chlorophenylthio)methyl)-2-phenyl-6-(p-tolylthio)pyrimidine;
4-((4-chlorophenylthio)methyl)-6-(2,6-dichlorophenylthio)-2-phenylpyrimidine;
4-(3-chlorophenylthio)-6-((4-chlorophenylthio)methyl)-2-phenylpyrimidine;
4-((4-chlorophenylthio)methyl)-6-(2,4-dichlorophenylthio)-2-phenylpyrimidine;
4-((4-chlorophenylthio)methyl)-6-(4-methoxyphenylthio)-2-phenylpyrimidine;
4-(4-chlorophenylthio)-6-((4-chlorophenylthio)methyl)-2-phenylpyrimidine;
4-((4-chlorophenylthio)methyl)-6-(4-fluorophenylthio)-2-phenylpyrimidine;
4-(4-bromophenylthio)-6-(methylsulfonylmethyl)-2-phenylpyrimidine;
2-phenyl-4-(phenylthio)thieno[3,2-d]pyrimidine;
4-(3-methoxyphenylthio)-2-phenylthieno[3,2-d]pyrimidine;
4-(4-fluorophenylthio)-2-phenylthieno[3,2-d]pyrimidine;
methyl-2-(2-phenylthieno[3,2-d]pyrimidin-4-ylthio)benzoate;
4-(6-methyl-2-phenylpyrimidin-4-ylamino)benzoic acid;
4-(5-allyl-6-methyl-2-phenylpyrimidin-4-ylamino)benzoic acid;
2-(4-(4-bromophenylamino)-6-methylpyrimidin-2-yl)phenol;
2-(4-(4-methoxyphenylamino)-6-methylpyrimidin-2-yl)phenol;
4-(5-allyl-6-methyl-2-phenylpyrimidin-4-ylamino)benzoic acid;
4-(6-methyl-2-phenylpyrimidin-4-ylamino)benzoic acid;
6-methyl-2-phenyl-N-p-tolylpyrimidin-4-amine;
N-(4-methoxyphenyl)-6-methyl-2-phenylpyrimidin-4-amine;
2-(4-methyl-6-(p-tolylamino)pyrimidin-2-yl)phenol;
ethyl-4-(6-methyl-2-phenylpyrimidin-4-ylamino)benzoate;
N-(3-methoxyphenyl)-2-(4-nitrophenyl)-6-phenylpyrimidin-4-amine;
2-(4-bromophenyl)-N-(3-fluorophenyl)-6-phenylpyrimidin-4-amine;

methyl 4-(2,6-diphenylpyrimidin-4-yloxy)benzoate;
ethyl 4-(5-allyl-6-methyl-2-(methylthio)pyrimidin-4-ylamino)benzoate;
2,6-dimethyl-N-(naphthalen-1-yl)pyrimidin-4-amine;
3-(6-methyl-2-phenylpyrimidin-4-ylamino)benzoic acid;
2-(4-bromophenyl)-6-methyl-N-phenylpyrimidin-4-amine;
6-methyl-2-phenyl-N-o-tolylpyrimidin-4-amine;
N-(3-fluorophenyl)-2,6-diphenylpyrimidin-4-amine;
N-(3-fluorophenyl)-2,6-diphenylpyrimidin-4-amine;
N-(4-methoxyphenyl)-2,6-diphenylpyrimidin-4-amine;
2-(4-bromophenyl)-6-phenyl-N-p-tolylpyrimidin-4-amine;
ethyl 4-(2,6-diphenylpyrimidin-4-ylamino)benzoate;
4-(5-allyl-6-methyl-2-(methylthio)pyrimidin-4-ylamino)benzoic acid;
methyl 4-(2-(4-bromophenyl)-6-methylpyrimidin-4-yloxy)benzoate;
2,6-diphenyl-N-o-tolylpyrimidin-4-amine;
2,6-diphenyl-N-p-tolylpyrimidin-4-amine;
dimethyl 4,4'-(6-methyl-5-nitropyrimidine-2,4-diyl)bis(azanediyl)dibenzoate;
2-(4-bromophenyl)-N,6-diphenylpyrimidin-4-amine;
N,2-diphenyl-6-(trifluoromethyl)pyrimidin-4-amine;
2-(4-bromophenyl)-N-(2,5-dimethylphenyl)-6-phenylpyrimidin-4-amine;
2-(4-bromophenyl)-N-(4-methoxyphenyl)-6-phenylpyrimidin-4-amine;
6-methyl-N-(4-nitrophenyl)-2-phenylpyrimidin-4-amine;
4-(2-(2-hydroxyphenyl)-6-methylpyrimidin-4-yloxy)benzoic acid;
N-(4-butoxyphenyl)-2,6-diphenylpyrimidin-4-amine;
4-(biphenyl-4-yloxy)-6-methyl-2-phenylpyrimidine;
5-allyl-6-methyl-N-(4-nitrophenyl)-2-phenylpyrimidin-4-amine;
ethyl 4-(2-(2-hydroxyphenyl)-6-methylpyrimidin-4-ylamino)benzoate;
2-(4-methyl-6-(4-nitrophenylamino)pyrimidin-2-yl)phenol;
methyl 4-(2-(2-hydroxyphenyl)-6-methylpyrimidin-4-ylamino)benzoate;
methyl 3-(2-(2-hydroxyphenyl)-6-methylpyrimidin-4-ylamino)benzoate;
2-(4-(3,4-dichlorophenylamino)-6-methylpyrimidin-2-yl)phenol; and
2-(4-(3,5-dichlorophenylamino)-6-methylpyrimidin-2-yl)phenol.

15. (Canceled)

16. (Canceled)
17. (Canceled)
18. (Canceled)
19. (Canceled)
20. (Canceled)
21. (Canceled)
22. (Canceled)
23. (Canceled)
24. (Canceled)
25. (Canceled)
26. (Canceled)
27. (Canceled)
28. (Canceled)
29. (Canceled)
30. (Canceled)

31. (Currently amended) A pharmaceutical composition comprising the ~~compound or~~ composition of claim 1 and an additional active compound.

32. (Currently amended) The pharmaceutical composition of claim 31, wherein said additional active compound is selected from levodopa (~~L-DOPA or~~ L-dihydroxyphenylalanine), L-aromatic amino acid decarboxylase (AADC) inhibitors and catechol O-methyl transferase (COMT) inhibitors.

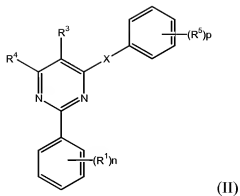
33. (Original) The pharmaceutical composition of claim 31, wherein said additional active compound is selected from an anti-inflammatory compound.

34. (Currently amended) The pharmaceutical composition of claim 33, wherein said anti-inflammatory compound is selected from a matrix metalloproteinase inhibitor, an inhibitor of pro-inflammatory cytokines (e.g., ~~anti-TNF molecules, TNF soluble receptors~~), non-steroidal anti-inflammatory drugs (NSAIDs), prostaglandin synthase inhibitors (e.g., ~~choline magnesium salicylate, salicylsalicyelic acid~~), COX-1 or COX-2 inhibitors, (e.g. ~~aspirin, acetaminophen, ibuprofen~~) or corticosteroids, (e.g. ~~methylprednisone, prednisone, or cortisone~~).

35. (Currently amended) The pharmaceutical composition of claim 31, wherein said additional active compound is selected from an antihyperlipidemic agent; a plasma HDL-raising agent; an antihypercholesterolemic agent, such as a cholesterol biosynthesis inhibitor, e.g., an hydroxymethylglutaryl (HMG) CoA reductase inhibitor (~~also referred to as statins, such as lovastatin, simvastatin, pravastatin, fluvastatin, and atorvastatin~~), an HMG-CoA synthase inhibitor, a squalene epoxidase inhibitor, or a squalene synthetase inhibitor (~~also known as squalene synthase inhibitor~~); an acyl-coenzyme A cholesterol acyltransferase (ACAT) inhibitor, such as melinamide; probucol; nicotinic acid and the salts thereof and niacinamide; a cholesterol absorption inhibitor, ~~such as β -sitosterol~~; a bile acid sequestrant anion exchange resin, ~~such as cholestyramine, colestipol or dialkylaminoalkyl derivatives of a cross-linked dextran~~; an LDL (low density lipoprotein) receptor inducer; fibrates, ~~such as clofibrate, bezafibrate, fenofibrate, and gemfibrozil~~; vitamin B₆ (~~also known as~~ pyridoxine) and the pharmaceutically acceptable salts thereof, ~~such as the HCl salt~~; vitamin B₁₂ (~~also known as~~ cyanocobalamin); vitamin B₃ (~~also known as~~ nicotinic acid and niacinamide, ~~supra~~); anti-oxidant vitamins, ~~such as vitamin C and E and beta-carotene~~; a beta-blocker; LXR α or β agonists, antagonists, or partial agonists, FXR agonists, antagonists, or partial agonists, an angiotensin II antagonist; an angiotensin converting enzyme inhibitor; and a platelet aggregation inhibitor, ~~such as fibrinogen receptor antagonists (i.e., glycoprotein IIb/IIIa fibrinogen receptor antagonists)~~ and aspirin.

36. (Original) The pharmaceutical composition of claim 31, wherein said additional active compound comprises parathyroid hormone (PTH) or physiologically active fragment thereof.

37. (New) A pharmaceutical composition comprising the compound of formula (II)



wherein

n is 0 to 2; p is 1; X is N(R⁷);

R¹ is hydroxyl;

R³ is selected from the group consisting of hydrogen or (C₃)alkenyl;

R⁴ is (C₁)alkyl;

R⁵ is hydroxycarbonyl;

R⁷ is H; and

a pharmaceutically acceptable excipient.

38. (New) The pharmaceutical composition of claim 37 wherein
wherein n is 0.

39. (New) A pharmaceutical composition of claim 37 comprising a compound selected from
the group consisting of:

4-(6-methyl-2-phenylpyrimidin-4-ylamino)benzoic acid;

4-(5-allyl-6-methyl-2-phenylpyrimidin-4-ylamino)benzoic acid;

3-(6-methyl-2-phenylpyrimidin-4-ylamino)benzoic acid; and